IL&FS Engineering and Construction Company Limited
CIN - L45201TG1988PLC008624
**Corporate Office**
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Haryana, India

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24th March 2025

**BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Scrip Code: **532907**

**National Stock Exchange of India Ltd**
"Exchange Plaza" Bandra- Kurla Complex,
Bandra (East), Mumbai- 400 051

Symbol: **IL&FSENGG**

**Sub: Disclosure under Para A (13) of Part A of Schedule III as per Regulation 30(6)(ii) of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to the provisions of Sections 110 and Sec 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rule, 2014 read with Regulations 17(1C)(a) and Para A (13) of Part A of Schedule III as per Regulation 30(6)(ii) of SEBI (LODR) Regulations, we wish to disclose the following:

- The resolution for appointment of Ms. Lubna Ahmad Usman (DIN: 08299976) as Non-executive Nominee Director wef 11th February 2025 has been duly passed by way of postal ballot through electronic voting with requisite majority of members on 24th March 2025. Ms. Usman was appointed as an Additional Director in Non-executive capacity subject to the approval of shareholders on 11th February 2025.

Enclosed please find a brief proceeding of the event, conducted by way of postal ballot through electronic voting.

This is for your information and record please

Thanking You,

Yours faithfully
For **IL&FS Engineering and Construction Company Limited**

RAJIB KUMAR ROUTRAY
Digitally signed by RAJIB KUMAR ROUTRAY
Date: 2025.03.24 18:59:46 +05'30'

**Rajib Kumar Routray**
Company Secretary & Compliance Officer

Encl: as above

**MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT (REMOTE E-VOTING PROCESS) BY MEMBERS OF IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED ON 24th MARCH, 2025 RESULTS OF WHICH WERE DECLARED ON 24th MARCH, 2025**

The Board of Directors of the Company at its meeting held on 11th February, 2025 approved the proposal to conduct a Postal Ballot by way of remote e-voting as per Sections 108 and 110 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by MCA ("MCA Circulars"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time and to seek approval of members on the following special business, as set out in the notice of the Postal Ballot dated 11th February, 2025.

| Sr. No. | Particulars of Resolution | Type |
|---|---|---|
| 1. | Appointment of Ms. Lubna Ahmad Usman (DIN: 08299976) as Non-executive Nominee Director | Ordinary Resolution |

The Board of Directors vide its resolution passed on 11th February, 2025 appointed M/s S Panigrahi & Associates, Practicing Company Secretaries, Noida (C.P. No. 27507 and Firm Reg. No. S2024UP991300) represented by Mr. Sabyasachi Panigrahi, Proprietor as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

The Company had provided remote e-voting facility to its members through National Securities Depository Limited ('NSDL'). The Scrutinizer submitted his report on Postal Ballot by remote e-voting process to the Chairperson of the Company on 24th March, 2025. The Chairperson, accepted and in turn authorised the Company Secretary and Compliance Officer to countersign the same and make necessary disclosures to stock exchanges and display on the website of the Company. The summary of the scrutinizer report is as under:

1. Postal Ballot Notice along with explanatory statement and remote e-voting instructions were sent to all those Members whose e-mail address were registered with the Company or Registrar and Share Transfer Agent i.e. KFin Technologies Limited, or with their respective Depository Participants and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on 14th February, 2025 **('cut-off date')**.

2. The Company has published an advertisement on 21st February, 2025, regarding service of Postal Ballot Notice to eligible members in English Newspaper 'Business Standard' and in Vernacular Newspaper 'Nava Telangana'.

3. The remote e-voting commenced on 21st February, 2025, 9:00 A.M. (IST) and ended on 24th March, 2025, 5:00 P.M. (IST). Further the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL.

4. Post conclusion of the remote e-voting period on 24th March, 2025, based on the analysis of votes, the Scrutinizer submitted his report dated 24th March, 2025 addressed to the

IL&FS Engineering and Construction Co. Ltd.

Chairman of the Company in the prescribed format. Based on the report, the resolution set out in the Postal Ballot Notice was passed with requisite majority on 24th March, 2025.

The result was declared on 24th March, 2025, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

**Appointment of Ms. Lubna Ahmad Usman (DIN: 08299976) as a Non-executive Nominee Director of the Company**

**Nature of resolution**: Ordinary Resolution

**"RESOLVED THAT** Ms. Lubna Ahmad Usman [DIN:08299976], who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred as "Act") and relevant rules framed thereunder read with Article 117 of Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Shareholder proposing her candidature for the office of Director pursuant to Section 160 of the Act, and who holds office upto the date of the ensuing Annual General Meeting and being eligible for appointment, be and is hereby appointed as Non-Executive Nominee Director of the Company and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

Result of voting through Postal Ballot by remote e-voting was as follows:

| | |
|---|---|
| **Total Votes Cast** | 57211195 |
| **Votes in Favour** | 57210537 |
| **Votes Against** | 658 |
| **Invalid Votes** | 0 |
| **Result** | The resolution is passed as an Ordinary Resolution |

Voting results were noted as above and it was recorded and declared that resolution, as set out in the Notice of Postal Ballot dated 11th February, 2025, was duly passed on 24th March, 2025 with requisite majority.

IL&FS Engineering and Construction Co. Ltd. Gurgaon